

EXHIBIT A

Form of Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
W. R. GRACE & CO., <u>et al.</u>)	Chapter 11
)	
Reorganized Debtors.)	Case No. 01-01139
)	(Jointly Administered)
)	Re: Docket Nos. 32648, 32669
)	Hearing Date: TBD

**ORDER APPROVING REORGANIZED DEBTORS' MOTION
FOR ENTRY OF AN ORDER DISCHARGING AND ENJOINING THE
PROSECUTION OF PLUM CREEK TIMBER CO.'S UNTIMELY CLAIM**

This matter coming before the Court on the *Reorganized Debtors' Motion to Enforce Discharge and Injunction of Plum Creek Timber Co., L.P.'s Untimely Claim* (the "Motion")¹, which was filed in the above-captioned bankruptcy cases; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having found that

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

the Reorganized Debtors have complied with the provisions of the Class 7A CMO; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED that the Motion is granted, Plum Creek Timber Co.’s (“Plum Creek”) Late Claim is discharged, and Plum Creek is permanently enjoined from prosecuting its Late Claim.

IT IS HEREBY FURTHER ORDERED that Plum Creek’s July 2010 *Motion to Allow Late Filing of Proofs of Claim* (Dkt. No. 25040) is denied with prejudice.

IT IS HEREBY FURTHER ORDERED that the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

IT IS HEREBY FURTHER ORDERED that the Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

IT IS HEREBY FURTHER ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Wilmington, Delaware

Dated: _____, 2016

Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE